

INSTRUMENT PREPARED BY  
VIRGINIA GAS AND OIL BOARD

ORDER RECORDED UNDER CODE  
OF VIRGINIA SECTION 45.1-361.26

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

AMENDED SUPPLEMENTAL ORDER REGARDING DOCKET NO. VGOB 08/06/17-2247  
ELECTIONS, UNIT: VC-539280

(hereinafter "Subject Drilling Unit")

TAX MAP IDENTIFICATION NUMBERS:

TAX MAP IDENTIFICATION NUMBERS FOR ALL PARCELS  
AFFECTED BY THIS ORDER ARE SHOWN ON EXHIBIT (S) B, B-3 & E WHICH IS/ARE ATTACHED TO AND A PART OF  
THIS ORDER.

REPORT OF BOARD

FINDINGS AND ORDER

1. This Amended Supplemental Order is entered by the Board sua sponte in the form authorized by the Board at its hearing held at 9:00 a.m. on October 20, 1992, Board of Supervisors Room, Courthouse, Grundy, Virginia, and pursuant to authority granted to the Board's Chairman at the hearing of the Virginia Gas and Oil Board on June 16, 1992, at 9:00 a.m. at the Rhododendron Restaurant at the Breaks Interstate Park, Breaks, Virginia; and this Supplemental Order is being recorded for the purpose of (1) complying with the requirement of the Virginia Gas and Oil Board Regulations, 4 VAC 25-160.70C by supplementing the Order previously issued by the Board for subject Docket on July 15, 2008 and recorded in Deed Book 456, Page 289 in the Office of the Clerk of Circuit Court, Dickenson County, Virginia on August 7, 2008, (herein "Board Order") to complete the record regarding elections. The Board Order pooled all interest in Subject Drilling Unit including those of the Respondents more particularly set forth and identified by the Designated Operator in the affidavits attached hereto and made a part hereof. The Board finds it has jurisdiction over the subject matter pursuant to the provisions of the Virginia Gas and Oil Act, § 45.1-361.1 et seq., Virginia Code, 1950 as amended.
2. Findings: The Board finds that:
  - (a) The Board Order directed EQT Production Company, (herein the Designated Operator"), to mail copies of the Board Order to all respondents whose interest, if any, were pooled by said Board Order;
  - (b) The designated operator filed its affidavit of mailing dated September 2, 2008, disclosing that it had mailed a correct copy of the Board's Order to all Respondents whose interest, if any, were pooled by said Board Order;

- (c) The Board Order required each Respondent whose interest, if any, were pooled by the terms of said Board Order to make his or her election within thirty (30) days after the date of mailing or recording, as applicable, of said Order; the Designated Operator has filed its amended affidavit dated October 27, 2011, in accordance with § 7.C of the Virginia Gas and Oil Board Regulations and 4 VAC 25-160.70C (herein "Affidavit of Election"), wherein it has, for each Respondent whose interest, if any, were pooled by said Board Order, stated: (i) whether each Respondent has made or failed to make a timely election; (ii) the nature of the election made, if any; (iii) whether, by reason of a failure to elect or to timely elect one or more Respondents are deemed, under the terms of the Board's Order, to have leased all their rights, title, interest, estates and claims in Subject Drilling Unit to the Designated Operator;
  - (d) The Board Order further required the Designated Operator, after expiration of the election period, to file with the Board a statement of the interests subject to escrow under the terms and provisions of the Board Order, in light of the elections made or deemed to have been made (herein "Statement of Interests"); that the Designated Operator furnished said Statement of Interests as part of its Affidavit of Election. A copy of which is attached hereto as Exhibit B;
  - (e) Current Board standards requiring the escrow of funds and the Board's agreement with its Escrow Agent, First Bank & Trust Company, P.O. Box 3860, Kingsport, TN 37660 (423) 245-6971, Attn: Debbie Davis, or any successor named by the Board, require the entry of a Supplemental Order establishing of record the elections made or deemed to have been made and specifying the sums or percentage thereof subject to escrow. Current Board escrow standards were made applicable to Subject Drilling Unit by a Board Order dated December 23, 1992.
3. Order: By this Order, the Board orders the Designated Operator to tender, consistent with and in accordance with the findings set forth at paragraph 2 above and the annexed Affidavits, any funds subject to escrow and instructs the Escrow Agent, First Bank & Trust Company, P.O. Box 3860, Kingsport, TN 37660 (423) 245-6971, Attn: Debbie Davis, or any successor named by the Board to establish interest-bearing escrow account(s), IRS Tax Identification Number 54-1629506, in accordance with the information set forth in said affidavits to receive such funds and account to the Board therefore.
  4. Mailing of Order and Filing of Affidavit: The Designated Operator under the captioned Order or its Attorney shall file an affidavit with the Secretary of the Board within ten (10) days after the date of receipt of this Order stating that a true and correct copy of this Order was mailed to each person whose interest or claim is subject to escrow and whose address is known.
  5. Conclusion: Therefore, the findings and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.
  6. Effective Date: This Order shall be effective on the date of its execution.

DONE AND EXECUTED this 12 day of Jan, 2012, by a majority of the Virginia Gas and Oil Board.

Bradley C. Lambert  
Chairman, Bradley C. Lambert

DONE AND PERFORMED this 12<sup>th</sup> day of JANUARY, 2012, by Order of the Board.

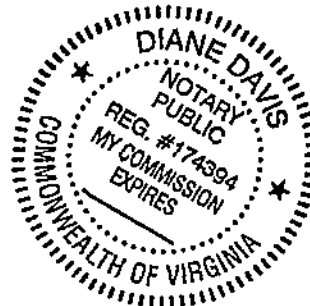
Rick Cooper  
Rick Cooper  
(Acting) Principal Executive to the Staff, Virginia Gas and Oil Board

STATE OF VIRGINIA  
COUNTY OF RUSSELL

Acknowledged on this 12<sup>th</sup> day of January, 2012, personally before me a notary public in and for the Commonwealth of Virginia, appeared Bradley C. Lambert, being duly sworn did depose and say that he is Chairman of the Virginia Gas and Oil Board, and appeared Rick Cooper, being duly sworn did depose and say that he is Acting Principal Executive to the Staff of the Virginia Gas and Oil Board that they executed the same and were authorized to do so.

Diane Davis  
Diane Davis, Notary Public  
174394

My commission expires: September 30, 2013



**VIRGINIA:**

***BEFORE THE VIRGINIA GAS AND OIL BOARD***

IN RE: Application of EQT Production Company, for Forced Pooling of Interests in Unit Number VC-539280 VGOB Docket No. VGOB-08/06/17-2247 in the Kenady Magisterial District of Dickenson County, Virginia.

AMENDED AFFIDAVIT OF WILHOIT & KAISER, Attorneys-at-Law, Agents for the Designated Operator REGARDING ELECTIONS, ESCROW ACCOUNTS AND SUPPLEMENTAL ORDER

James E. Kaiser (herein Affiant), being first duly sworn on oath, deposes and says:

1. That the Affiant is an attorney in the law firm of WILHOIT & KAISER, the Agent for the Designated Operator, with offices located at 220 Broad Street, Kingsport, Tennessee 37660, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on July 15, 2008, by the Virginia Gas and Oil Board regarding the captioned coalbed methane Unit required the Applicant to mail a true and correct copy of said Order to each person pooled by said Order;
3. That within seven (7) days of the receipt of an executed copy of the Order referred to at Paragraph 2. above, the Affiant was directed to cause a true and correct copy of said Order to be mailed via the United States Postal Service to each Respondent named in the captioned Application, whose address was known, and to all persons, if any, who are added as Respondents at the hearing held in the captioned matter;
4. That the Order of the Virginia Gas and Oil Board in the captioned matter required all persons pooled thereby to tender their written elections to the Unit Operator within thirty (30) days of the date said Order was recorded in the county above named; that said Order was recorded on August 7, 2008.
5. That the Designated Operator, by and through their agent, Wilhoit & Kaiser, Attorneys-at-Law, have established procedures to review all mail received and all written documents received by means other than by mail to ascertain whether parties whose interest have been pooled have made a written election, in a timely fashion, as required by the captioned Order; that said procedures were followed to identify the elections, if any, made with regard to Subject Unit; that the following persons delivered, by mail or otherwise, written elections to the Unit Operator, within the thirty day election periods:

NONE

6. That the interest and/or claims of the following persons (who made timely elections, or who are deemed under the terms of the Board's Order to have leased, or who, subsequent to the pooling hearing held in the captioned matter, have leased or otherwise entered into an agreement with the Designated Operator) are subject to escrow as either unknown claimants or conflicting claimants under the Board's Order pooling the captioned Unit, Board Regulations and the Code of Virginia; that opposite the name of each person named as a Respondent listed below is set forth:

See Exhibit E

7. That after the pooling hearing held in the captioned matter, the following persons have leased or entered into a voluntary agreement with the Designated Operator with regard to their interest and/or claims.

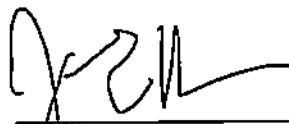
NONE

8. That the following persons have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective interests shall be deemed to have leased pursuant to and in accordance with paragraph 10 of the Order.

See Exhibit B-3


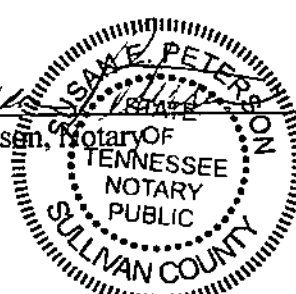
That pursuant to the provision of 4VAC 25-160.70C annexed hereto and incorporated herein is a proposed amended supplemental order to be entered to complete the record regarding elections; that said annexed amended supplemental order sets forth that the services of the Escrow Agent are required in this matter pursuant to the terms of §§ 45.1-361.21.D.

Dated at Kingsport, Tennessee, this 27th day of October, 2011.

  
 \_\_\_\_\_  
 Affiant

State of Tennessee     )  
 County of Sullivan     )

Taken, subscribed and sworn to before me by James E. Kaiser, the Agent of EQT Production Company, a corporation, on behalf of the corporation, this 27th day of October, 2011.

  
 \_\_\_\_\_  
 Susan Petersen, Notary of  


My commission expires: October 24, 2012.

**EXHIBIT "B"**  
**VC-539280**  
**VG0B - 08/06/17-2247**

<u>TR</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>	
<u>Gas Estate Only</u>						
1 TAX ID 2270310	Range Resources-Pine Mountain, Inc. ATTN: Jerry Grantham P.O. Box 2136 Abingdon, VA. 24212	Leased 906889/T-525	15.190000%	8.9300	0.0190	RI
	Equitable Production Company				0.1329	WI
<u>Tract 1 Totals</u>			15.190000%	8.9300	0.1519	
2 TAX ID 1827987	Range Resources-Pine Mountain, Inc. ATTN: Jerry Grantham P.O. Box 2136 Abingdon, VA. 24212	Leased 906889/T-81	27.210000%	15.9900	0.0340	RI
	Equitable Production Company				0.2381	WI
<u>Tract 2 Totals</u>			27.210000%	15.9900	0.2721	
3 TAX ID 1828101	Range Resources-Pine Mountain, Inc. ATTN: Jerry Grantham P.O. Box 2136 Abingdon, VA. 24212	Leased 906889/T-105	4.930000%	2.9000	0.0082	RI
	Equitable Production Company				0.0431	WI
<u>Tract 3 Totals</u>			4.930000%	2.9000	0.0493	
4 TAX ID 1828299	Range Resources-Pine Mountain, Inc. ATTN: Jerry Grantham P.O. Box 2136 Abingdon, VA. 24212	Leased 906889/T2-185	2.57000%	1.51000	0.0032	RI
	Equitable Production Company				0.0225	WI
<u>Tract 4 Totals</u>			2.570000%	1.5100	0.0257	
5 TAX ID # 9640	James Phillips & Gold's Phillips, h/w 1414 Phillips Hollow Dante, VA. 24237	Leased 245304	0.97000%	0.57000	0.0012	RI
	Equitable Production Company				0.0085	WI
<u>Tract 5 Totals</u>			0.970000%	0.5700	0.0097	
6 TAX ID 9597	Carl Phillips P. O. Box 501 Salsville, VA 24370	Leased 245304	2.33000%	1.37000	0.0029	RI
	Equitable Production Company				0.0204	WI
<u>Tract 6 Totals</u>			2.330000%	1.3700	0.0233	
7 TAX ID 1827989	Range Resources-Pine Mountain, Inc. ATTN: Jerry Grantham P.O. Box 2136 Abingdon, VA. 24212	Leased 906889/T-82	5.89000%	3.46000	0.0074	RI
	Equitable Production Company				0.0515	WI
<u>Tract 7 Totals</u>			5.890000%	3.4600	0.0589	
8 Minerals Only	E. Berry Compton, Jr Unknown/Unlocatable	Unleased	0.01000%	4.71000	0.0100	RI
	Equitable Production Company				0.0701	WI
<u>Tract 8 Totals</u>			0.010000%	4.7100	0.0801	
9 TAX ID 1828015	Range Resources-Pine Mountain, Inc. ATTN: Jerry Grantham P.O. Box 2136 Abingdon, VA. 24212	Leased 906889/T-34	8.65000%	3.91000	0.0083	RI
	Equitable Production Company				0.0562	WI
<u>Tract 9 Totals</u>			8.650000%	3.9100	0.0645	
10 TAX ID 1828299	Range Resources-Pine Mountain, Inc. ATTN: Jerry Grantham P.O. Box 2136 Abingdon, VA. 24212	Leased 906889/T2-185	0.76000%	0.44000	0.0010	RI
	Equitable Production Company				0.0067	WI
<u>Tract 10 Totals</u>			0.760000%	0.4400	0.0076	
11 TAX ID 9596	Timothy Ross Phillips 2392 Phillips Hollow Dante, VA. 24237	Unleased	5.41111%	3.18000	0.0088	RI

	Michael Creed Phillips 2392 Phillips Hollow Dante, VA 24237	Unleased	5.411111%	3.18000	0.0088	RI
	Crystal Denise Phillips 2392 Phillips Hollow Dante, VA 24237	Unleased	5.411111%	3.18000	0.0068	RI
	Elmer Hamon Gerner 815 East Irving Park Road Streamwood, IL 60107	Unleased	2.02917%	1.19250	0.0025	RI
	Kathy Eliopoulos Unknown/Unlocatable	Unleased	1.01458%	0.59625	0.0013	RI
	Christine Fikus Unknown/Unlocatable	Unleased	1.01458%	0.59625	0.0013	RI
	John Curtis Hamon & Bessie Hamon, h/w 723 Union Avenue Romeoville, IL 60446	Leased	2.02917%	1.19250	0.0025	RI
	Elissa DeAnna Skeen 124 Shawn Way Martinez, GA 30907	Leased	2.02917%	1.19250	0.0025	RI
	Equitable Production Company				0.2131	WI
<b>Tract 11 Totals</b>			24.350000%	14.3100	0.2435	
12 TAX ID 1827966	Range Resources-Pine Mountain, Inc. ATTN: Jerry Grantham P.O. Box 2138 Abingdon, VA 24212	Leased 906889/T-62	1.14000%	0.67000	0.0014	RI
	Equitable Production Company				0.0100	WI
<b>Tract 12 Totals</b>			1.140000%	0.6700	0.0114	
<b>TOTAL GAS ESTATE</b>			100.000000%	58.7700	1.0000	
Percentage of Unit Leased			71.698333%			
Percentage of Unit Unleased			28.301667%			
Acreage in Unit Leased				42.1350		
Acreage in Unit Unleased				16.6350		
<b>Coal Estate Only</b>						
1 TAX ID 2270310	Range Resources-Pine Mountain, Inc. ATTN: Jerry Grantham P.O. Box 2138 Abingdon, VA 24212	Leased 906889/T-525	15.190000%	8.9300	0.0189	RI
	Equitable Production Company		15.190000%	8.9300	0.0000	WI
<b>Tract 1 Totals</b>					0.0189	
2 TAX ID 1827967	Range Resources-Pine Mountain, Inc. ATTN: Jerry Grantham P.O. Box 2138 Abingdon, VA 24212	Leased 906889/T-61	27.210000%	15.9900	0.0340	RI
	Equitable Production Company				0.2381	WI
<b>Tract 2 Totals</b>			27.210000%	15.9900	0.2721	
3 TAX ID 1826101	Range Resources-Pine Mountain, Inc. ATTN: Jerry Grantham P.O. Box 2138 Abingdon, VA 24212	Leased 906889/T-105	4.930000%	2.9000	0.0082	RI
	Equitable Production Company				0.0431	WI
<b>Tract 3 Totals</b>			4.930000%	2.9000	0.0493	
4 TAX ID 1828299	Range Resources-Pine Mountain, Inc. ATTN: Jerry Grantham P.O. Box 2138 Abingdon, VA 24212	Leased 906889/T2-185	2.57000%	1.51000	0.0032	RI
	Equitable Production Company				0.0225	WI
<b>Tract 4 Totals</b>			2.570000%	1.5100	0.0257	
5 TAX ID 1828299	Range Resources-Pine Mountain, Inc. ATTN: Jerry Grantham P.O. Box 2138 Abingdon, VA 24212	Leased 906889/T2-185	0.970000%	0.5700	0.0012	RI
	Equitable Production Company		0.970000%	0.5700	0.0000	WI
<b>Tract 5 Totals</b>					0.0012	



EX 494PS 319

8	Range Resources-Pine Mountain, Inc.	Leased	2.330000%	1.3700	0.0029	RJ
TAX ID 1828299	ATTN: Jerry Grantham P.O. Box 2138 Abingdon, VA. 24212	906889/T2-185				
	Equitable Production Company				0.0204	WI
<b>Tract 6 Totals</b>			<b>2.330000%</b>	<b>1.3700</b>	<b>0.0233</b>	
7	Range Resources-Pine Mountain, Inc.	Leased	5.890000%	3.4800	0.0074	RJ
TAX ID 1827988	ATTN: Jerry Grantham P.O. Box 2138 Abingdon, VA. 24212	906889/T-82				
	Equitable Production Company				0.0515	WI
<b>Tract 7 Totals</b>			<b>5.890000%</b>	<b>3.4800</b>		
8	Range Resources-Pine Mountain, Inc.	Leased	8.010000%	4.7100	0.0100	RJ
TAX ID 1828299	ATTN: Jerry Grantham P.O. Box 2138 Abingdon, VA. 24212	906889/T2-185				
	Equitable Production Company				0.0701	WI
<b>Tract 8 Totals</b>			<b>8.010000%</b>	<b>4.7100</b>	<b>0.0801</b>	
9	Range Resources-Pine Mountain, Inc.	Leased	8.850000%	3.9100	0.0083	RJ
TAX ID 1828015	ATTN: Jerry Grantham P.O. Box 2138 Abingdon, VA. 24212	906889/T-34				
	Equitable Production Company				0.0582	WI
<b>Tract 9 Totals</b>			<b>8.850000%</b>	<b>3.9100</b>	<b>0.0665</b>	
10	Range Resources-Pine Mountain, Inc.	Leased	0.760000%	0.4400	0.0010	RJ
TAX ID 1828299	ATTN: Jerry Grantham P.O. Box 2138 Abingdon, VA. 24212	906889/T2-185				
	Equitable Production Company				0.0087	WI
<b>Tract 10 Totals</b>			<b>0.760000%</b>	<b>0.4400</b>	<b>0.0078</b>	
11	Range Resources-Pine Mountain, Inc.	Leased	24.350000%	14.3100	0.0304	RJ
TAX ID 1828299	ATTN: Jerry Grantham P.O. Box 2138 Abingdon, VA. 24212	906889/T2-185				
	Equitable Production Company				0.2131	WI
<b>Tract 11 Totals</b>			<b>24.350000%</b>	<b>14.3100</b>	<b>0.2435</b>	
12	Range Resources-Pine Mountain, Inc.	Leased	1.140000%	0.8700	0.0014	RJ
TAX ID 1827988	ATTN: Jerry Grantham P.O. Box 2138 Abingdon, VA. 24212	906889/T-82				
	Equitable Production Company				0.0100	WI
<b>Tract 12 Totals</b>			<b>1.140000%</b>	<b>0.8700</b>	<b>0.0114</b>	
<b>TOTAL COAL ESTATE</b>			<b>198.860000%</b>	<b>118.8700</b>		
Percentage of Unit Leased			100.000000%			
Percentage of Unit Unleased			0.000000%			
Acreage in Unit Leased				58.7700		
Acreage in Unit Unleased				0.0000		

EX 4988 320  
**EXHIBIT "E"**  
**VC-539280**

<u>TR</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<u>Gas Estate Only</u>				
5	James Phillips & Goldie Phillips, h/w 1414 Phillips Hollow Dante, VA 24237 TAX ID # 9640	Leased 245304	0.97000%	0.57000
6	Carl Phillips P. O. Box 501 Saltville, VA 24370 TAX ID 9597	Leased 245304	2.33000%	1.37000
8	E. Berry Compton, Jr Unknow/Unlocatable Minerals Only	Unleased	8.01000%	4.71000
11	Timothy Ross Phillips 2392 Phillips Hollow Dante, VA 24237 TAX ID 9596	Unleased	5.41111%	3.18000
	Michael Creed Phillips 2392 Phillips Hollow Dante, VA 24237	Unleased	5.41111%	3.18000
	Crystal Denise Phillips 2392 Phillips Hollow Dante, VA 24237	Unleased	5.41111%	3.18000
	Ethel Hamon Garner 815 East Irving Park Road Streamwood, IL 60107	Unleased	2.02917%	1.19250
	Kathy Eliopoulos Unknown/Unlocatable	Unleased	1.01458%	0.59625
	Christine Filus Unknown/Unlocatable	Unleased	1.01458%	0.59625
	John Curtis Hamon & Bessie hamon, h/w 726 Union Avenue Romeoville, IL 60446	Leased	2.02917%	1.19250
	Elissa DeAnna Skeen 124 Shawn Way Martinez, GA 30907	Leased	2.02917%	1.19250
<b>TOTAL</b>			<b>35.660000%</b>	<b>20.9600</b>

EXHIBIT "E" BK 49423 321  
VC-539280

<u>TR</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<u>Coal Estate Only</u>				
5	Range Resources-Pine Mountain, Inc. ATTN: Jerry Grantham P.O. Box 2136 Abingdon, VA. 24212 TAX ID 1828299	Leased 906889/T2-185	0.970000%	0.5700
6	Range Resources-Pine Mountain, Inc. ATTN: Jerry Grantham P.O. Box 2136 Abingdon, VA. 24212 TAX ID 1828299	Leased 906889/T2-185	2.330000%	1.3700
8	Range Resources-Pine Mountain, Inc. ATTN: Jerry Grantham P.O. Box 2136 Abingdon, VA. 24212 TAX ID 1828299	Leased 906889/T2-185	8.010000%	4.7100
11	Range Resources-Pine Mountain, Inc. ATTN: Jerry Grantham P.O. Box 2136 Abingdon, VA. 24212 TAX ID 1828299	Leased 906889/T2-185	24.350000%	14.3100
TOTAL			35.660000%	20.9600

11

EXHIBIT "B-3" BK 49 PG 322  
VC-539280

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>
<u>Gas Estate Only</u>					
8	E. Berry Compton, Jr Unknow/Unlocatable Minerals Only	Unleased	8.01000%	4.71000	
11	Timothy Ross Phillips 2392 Phillips Hollow Dante, VA 24237 TAX ID 9596	Unleased	5.41111%	3.18000	
	Michael Creed Phillips 2392 Phillips Hollow Dante, VA 24237	Unleased	5.41111%	3.18000	
	Crystal Denise Phillips 2392 Phillips Hollow Dante, VA 24237	Unleased	5.41111%	3.18000	
	Ethel Hamon Garner 815 East Irving Park Road Streamwood, IL 60107	Unleased	2.02917%	1.19250	
	Kathy Eliopoulos Unknown/Unlocatable	Unleased	1.01458%	0.59625	
	Christine Filus Unknown/Unlocatable	Unleased	1.01458%	0.59625	
TOTAL			28.301667%	16.6350	

INSTRUMENT #120000191  
RECORDED IN THE CLERK'S OFFICE OF  
DICKENSON ON  
FEBRUARY 17, 2012 AT 09:38AM  
RICHARD W. EDWARDS, CLERK  
RECORDED BY: CJF